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November 1, 2012

**BY CERTIFIED MAIL**  
**RETURN RECEIPT REQUESTED**

Secretary of State  
State Capitol  
500 E. Capitol  
Pierre, SD 57501

Re: \$2,410,000 City of Winner, South Dakota  
Economic Development Refunding Revenue Bonds  
(Winner Regional Healthcare Center), Series 2012

To Whom It May Concern:

Enclosed please find a Bond Information Statement for the captioned bond issue pursuant to SDCL 6-8B-19, together with a check in the amount of the \$10 filing fee.

If you should have any questions about this matter, please contact the undersigned at (312) 324-8682.

Very truly yours,

**PERKINS COIE LLP**

Marc L. Oberdorff

Enclosures

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**RECEIVED**

**NOV - 6 2012**

**S.D. SEC. OF STATE**

**BOND INFORMATION STATEMENT**  
State of South Dakota  
SDCL 6-8B-19

Return: Secretary of State  
State Capitol  
500 E. Capitol  
Pierre, SD 57501-5077  
TELEPHONE: # (605) 773-3537

FILING FEE: \$10.00

Every public body, authority, or agency issuing any general obligation, revenue, improvements, industrial revenue, special assessment, or other bonds of any type shall file with the Secretary of State a bond information statement concerning each issue of bonds.

1. Name of issuer: City of Winner, South Dakota
2. Designation of issue: \$2,410,000 City of Winner, South Dakota Economic Development Refunding Revenue Bonds, Series 2012 (Winner Regional Healthcare Center Issue) (the "Series 2012 Bonds")
3. Date of issue: November 1, 2012
4. Purpose of issue: Proceeds of the Series 2012 Bonds will be used to (i) refund the outstanding Economic Development Refunding Revenue Bonds, Series 1998 (Winner Regional Healthcare Center Issue) of the City and thereby refinance certain outstanding indebtedness of the Winner Regional Healthcare Center (the "Borrower") and (ii) pay certain costs of issuance of the Series 2012 Bonds.
5. Type of Bonds: Economic Development Refunding Revenue Bonds
6. Principal amount and denomination of bond:

See Cover Page of Official Statement attached  
hereto
7. Paying dates of principal and interest:

See "Summary Information" Page of Official  
Statement attached hereto
8. Amortization schedule:

See Inside Cover Page of Official Statement  
attached hereto

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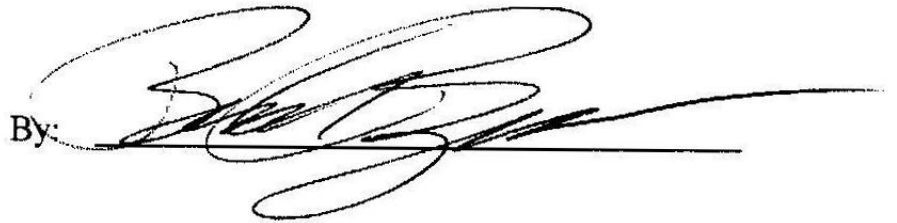
9. Interest rate or rates, including total aggregate interest cost:

See Inside Cover Page of Official Statement  
attached hereto

This is to certify that the above information pertaining to the City of Winner, South Dakota is true and correct on this 1st day of November, 2012.

PERKINS COIE LLP, as Bond Counsel

By:

A handwritten signature in black ink, appearing to read "Bruce A. Bonjour", is written over a horizontal line.

For further information regarding the enclosed filing, contact  
Bruce A. Bonjour  
Perkins Coie LLP  
131 South Dearborn Street  
Chicago, Illinois 60603  
(312) 324-8650

*In the opinion of Perkins Coie LLP, Bond Counsel to the City, subject to compliance with certain covenants made by the City and the Corporation to satisfy pertinent requirements of the Internal Revenue Code of 1986, as amended (the "Code"), under present law, interest on the Series 2012 Bonds is excluded from the gross income of the owners thereof for federal income tax purposes and will not be treated as an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations. Interest on the Series 2012 Bonds will be taken into account, however, in computing the corporate alternative minimum tax for certain corporations. Interest on the Series 2012 Bonds is includible in gross income for South Dakota franchise tax purposes when the recipient is a banking or other financial institution as defined in South Dakota Codified Laws, Chapter 10-43. See the caption "TAX MATTERS" herein regarding a description of other tax considerations. The Series 2012 Bonds have been designated as "qualified tax-exempt obligations" for purposes of Section 265(b)(3) of the Code. See the caption "Bank Qualification" herein.*

**\$2,410,000**

**CITY OF WINNER, SOUTH DAKOTA  
Economic Development Refunding Revenue Bonds  
(Winner Regional Healthcare Center Issue), Series 2012**

**Dated:** Date of delivery

**Due:** As shown below

The above-referenced obligations (the "Series 2012 Bonds,") are limited obligations of the City of Winner, South Dakota (the "City") and do not constitute general obligations or a debt, liability, or pledge of the full faith and credit of the City, the State of South Dakota or any political subdivision or agency thereof. The Series 2012 Bonds are not secured by or payable from any taxes, revenues or assets of the City except for the City's interest in the Loan Agreement and amounts held pursuant to the Indenture. Undefined capitalized terms used on this cover are defined in the text hereof or in APPENDIX C.

Pursuant to the Loan Agreement, all proceeds of the Series 2012 Bonds will be lent by the City to Winner Regional Healthcare Center, a South Dakota nonprofit corporation (the "Corporation"). Proceeds of the Series 2012 Bonds will be used (i) to refund the City's outstanding Economic Development Refunding Revenue Bonds (Winner Regional Healthcare Center Issue) Series 1998 (the "Series 1998 Bonds"), (ii) to fund a debt service reserve fund for the Series 2012 Bonds, and (iii) to pay certain costs of issuing the Series 2012 Bonds. The Series 2012 Bonds are payable solely from the moneys held for the payment thereof by The First National Bank in Sioux Falls, Sioux Falls, South Dakota, as Trustee, or its successors, under the Indenture, including amounts held in the Reserve Fund and Loan Repayments required to be made under the Loan Agreement by the Corporation. The Series 2012 Bonds are secured by a mortgage lien on and security interest in various facilities owned by the Corporation and a pledge of the gross revenues of the Corporation.

**An investment in the Series 2012 Bonds is subject to certain risks. See "BONDHOLDERS' RISKS" herein.**

The Series 2012 Bonds, when issued, will be registered initially only in the name of Cede & Co., as registered owner and nominee of The Depository Trust Company, New York, New York ("DTC"). DTC will act as securities depository for the Series 2012 Bonds. Purchasers of the Series 2012 Bonds will not receive certificates representing their interests in the Series 2012 Bonds purchased. Ownership by the beneficial owners of the Series 2012 Bonds will be evidenced by book-entry only. Principal of and interest on the Series 2012 Bonds will be paid by the Trustee, to DTC, which in turn will remit such principal and interest payments to its participants for subsequent disbursement to the beneficial owners of Series 2012 Bonds. As long as Cede & Co. is the registered owner as nominee of DTC, payments on the Series 2012 Bonds will be made to such registered owner, and disbursement of such payments will be the responsibility of DTC and its participants. See "BOOK-ENTRY SYSTEM."

The Series 2012 Bonds are subject to mandatory, optional and extraordinary redemption and prepayment as described herein under "THE SERIES 2012 BONDS – Redemption Prior to Maturity."

The principal maturities, interest rates, prices and CUSIP numbers of the Series 2012 Bonds on the inside cover page of this Official Statement.

The Series 2012 Bonds are offered, subject to prior sale, when, as and if accepted by the Underwriter named below and subject to an opinion as to validity and tax exemption by Perkins Coie LLP, Chicago, Illinois, Bond Counsel to the City, the approval of certain matters by Stanley E. Whiting, Winner, South Dakota, as counsel to the Corporation, the approval of certain matters by Perkins Coie LLP, Chicago, Illinois, as counsel to the Underwriter, the approval of certain matters by the City Attorney of the City of Winner, South Dakota, as counsel to the City, and certain other conditions. It is expected that delivery of the Series 2012 Bonds will be made on or about November 1, 2012 against payment therefor, through the facilities of DTC.

This cover page contains certain information for quick reference only. It does *not* constitute a summary of the Series 2012 Bonds. Potential investors must read this entire Official Statement, including the Appendices, to obtain information essential to the making of an informed investment decision.

**DOUGHERTY & COMPANY LLC**

The date of this Official Statement is October 16, 2012.

## Principal Maturities, Interest Rates and Prices

### Serial Bonds

<u>Maturity (October 1)</u>	<u>Principal Amount</u>	<u>Interest Rate</u>	<u>Price</u>	<u>CUSIP* (97477J -)</u>	<u>Maturity (October 1)</u>	<u>Principal Amount</u>	<u>Interest Rate</u>	<u>Price</u>	<u>CUSIP* (97477J -)</u>
2013	\$235,000	1.250%	100%	AR9	2020	\$130,000	3.200%	100%	AY4
2014	270,000	1.650%	100%	AS7	2021	130,000	3.500%	100%	AZ1
2015	110,000	1.900%	100%	AT5	2022	135,000	3.750%	100%	BA5
2016	110,000	2.150%	100%	AU2	2023	140,000	4.000%	100%	BB3
2017	120,000	2.400%	100%	AV0	2024	145,000	4.100%	100%	BC1
2018	120,000	2.650%	100%	AW8	2025	150,000	4.200%	100%	BD9
2019	120,000	2.850%	100%	AX6					

### Term Bonds

\$495,000 4.250% Series 2012 Term Bonds Maturing October 1, 2028  
Price 100% CUSIP 97477J BG2

\* CUSIP is a registered trademark of the American Bankers Association. CUSIP data herein is provided by Standard & Poor's CUSIP Services Bureau, a division of McGraw-Hill Companies, Inc., and is set forth for reference purposes only. The City is not responsible for the selection, accuracy, or use of the above CUSIP numbers, which are subject to change after issuance of the Series 2012 Bonds.

### SUMMARY INFORMATION

The following is a summary of certain information contained in this Official Statement. The summary is not comprehensive or complete and is qualified in its entirety by reference to the complete Official Statement. Undefined capitalized terms used below are defined in APPENDIX C hereto or elsewhere in this Official Statement.

The Series 2012 Bonds.....	\$2,410,000 Economic Development Refunding Revenue Bonds (Winner Regional Healthcare Center Issue) , Series 2012 to be issued by the City of Winner, South Dakota, in denominations of \$5,000 or whole multiples thereof. See "THE SERIES 2012 BONDS – Interest; Maturity; Payment" and "THE ISSUER."
Interest Payment.....	Interest accrues on the Series 2012 Bonds at the rates set forth on the inside cover page hereof and is payable on April 1 and October 1 of each year (commencing April 1, 2013). The Series 2012 Bonds are being issued solely in Book-Entry form. See "THE SERIES 2012 BONDS – Interest; Maturity; Payment" and "THE SERIES 2012 BONDS – Book-Entry System."
Redemption or Prepayment .....	As more fully described herein, the Series 2012 Bonds are subject to redemption and prepayment prior to maturity, as follows: (a) with respect to the Series 2012 Bonds maturing on or after October 1, 2020, optional redemption upon request of the Corporation in whole or in part on any day on or after October 1, 2019, at a redemption price equal to the principal amount so redeemed plus accrued interest to the redemption date, without premium, as described herein; (b) extraordinary redemption at par plus accrued interest due to the occurrence of certain events of casualty or condemnation; and (c) acceleration due to an Event of Default occurring under the Indenture, the Loan Agreement or the Mortgage. See "THE SERIES 2012 BONDS – Redemption Prior to Maturity."
Use of Proceeds.....	Pursuant to the Loan Agreement, proceeds of the Series 2012 Bonds will be lent to the Corporation, which, with other funds will be applied to (i) refund certain outstanding indebtedness of the Corporation, (ii) to fund a debt service reserve fund for the Series 2012 Bonds, and (iii) pay certain costs of issuance. See "ESTIMATED SOURCES AND USES OF FUNDS."
The Corporation .....	The Corporation is Winner Regional Healthcare Center, a South Dakota nonprofit corporation and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Pursuant to the Loan Agreement, the Corporation will agree to make Loan Repayments sufficient to pay when due all principal of and interest on the Series 2012 Bonds. See APPENDIX A, "THE CORPORATION."
Security for the Series 2012 Bonds.....	The Series 2012 Bonds will be secured by (i) a mortgage lien on and security interest in the Mortgaged Facilities which consist principally of land and improvements including a general acute care hospital and a skilled nursing facility owned by the Corporation, (ii) an assignment of the rents from the Mortgaged Facilities and a pledge of the Corporation's Gross Revenues, and (iii) amounts held by the Trustee under the Indenture, including amounts in the Reserve Fund. The Series 2012 Bonds are limited obligations of the City and do not constitute general obligations or a debt, liability, or pledge of the full faith and credit of the City, the State of South Dakota or of any political subdivision or agency thereof. The Series 2012 Bonds are not secured by or payable from any taxes, revenues or assets of the City except for the City's interest in the Loan Agreement and amounts held pursuant to the Indenture as described herein. See "SECURITY FOR THE SERIES 2012 BONDS."
Trustee and Paying Agent.....	The First National Bank in Sioux Falls, Sioux Falls, South Dakota.
Investment Risks .....	An investment in the Series 2012 Bonds involves risks, including, but not limited to, those discussed under "BONDHOLDERS' RISKS "